United States Bankruptcy Court Northern District of Alabama

In re	AIG Baker Deptford, L.L.C.		Case No.	10-02059-TBB
		Debtor(s)	Chapter	11
	STATEM	ENT OF FINANCIAL AF	FAIRS	
not a jo proprie activition name a	This statement is to be completed by every debtouses is combined. If the case is filed under chapter interpretation is filed, unless the spouses are separated tor, partner, family farmer, or self-employed profess as well as the individual's personal affairs. To individuals of the child's parent or guardian, such a § 112; Fed. R. Bankr. P. 1007(m).	er 12 or chapter 13, a married debtor red and a joint petition is not filed. An assional, should provide the information dicate payments, transfers and the like	must furnish informatindividual debtor er on requested on this se to minor children.	ation for both spouses whether or ngaged in business as a sole statement concerning all such , state the child's initials and the
	Questions 1 - 18 are to be completed by all debtors 19 - 25. If the answer to an applicable questiquestion, use and attach a separate sheet properly in	on is "None," mark the box labeled	"None." If addition	nal space is needed for the answer
		DEFINITIONS		
the foll other th for the	"In business." A debtor is "in business" for the pass" for the purpose of this form if the debtor is or howing: an officer, director, managing executive, or han a limited partner, of a partnership; a sole propripurpose of this form if the debtor engages in a trades primary employment.	as been, within six years immediately rowner of 5 percent or more of the vo- ietor or self-employed full-time or pa	preceding the filing ting or equity secur rt-time. An individu	of this bankruptcy case, any of ities of a corporation; a partner, al debtor also may be "in business
corpora equity : U.S.C.	"Insider." The term "insider" includes but is not ations of which the debtor is an officer, director, or securities of a corporate debtor and their relatives; § 101.	person in control; officers, directors,	and any owner of 5	percent or more of the voting or
	1. Income from employment or operation o	f business		
Non	State the gross amount of income the debtor l business, including part-time activities either	nas received from employment, trade, as an employee or in independent tra	or profession, or fro de or business, from	om operation of the debtor's the beginning of this calendar

AMOUNT SOURCE

petition is filed, unless the spouses are separated and a joint petition is not filed.)

\$1,097,101.00* Gross income from operation of business 1/1/10 to present

\$7,477,040.00° Gross income from operation of business 1/1/08 to 12/31/09

year to the date this case was commenced. State also the gross amounts received during the two years immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint

*Includes rents collected by PNC Bank, National Association, as Administrative Agent

2. Income other than from employment or operation of business



State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the two years immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT

SOURCE

3. Payments to creditors



Complete a. or b., as appropriate, and c.

a. Individual or joint debtor(s) with primarily consumer debts. List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within 90 days immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS DATES OF AMOUNT STILL OF CREDITOR PAYMENTS AMOUNT PAID OWING

None

b. Debtor whose debts are not primarily consumer debts: List each payment or other transfer to any creditor made within 90 days immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,475. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR Andre M. Toffel, P.C. 1929 Third Avenue North Birmingham, AL 35203	DATES OF PAYMENTS/ TRANSFERS 3/26/10	AMOUNT PAID OR VALUE OF TRANSFERS \$7,039.00	AMOUNT STILL OWING \$0.00
CPM Builders, LLC 2230 Clements Avenue Suite B Pennsauken, NJ 08110	1/5/10	\$74.90	\$0.00
CPM Builders, LLC	2/2/10	\$48,886.78	\$0.00
CPM Builders, LLC	2/11/10	\$2,642.06	\$0.00
CPM Builders, LLC	2/24/10	\$13,877.90	\$0.00
CPM Builders, LLC	3/3/10	\$53,249.70	\$0.00
CPM Builders, LLC	3/16/10	\$41,693.70	\$0.00
Deptford Tax Collector 1011 Cooper Street Woodbury, NJ 08096-3076	3/11/10	\$151,971.03	\$0.00
PSE&G 80 Park Plaza Newark, NJ 07102	2/2/10	\$2,900.22	\$0.00
PSE&G	2/17/10	\$3,041.42	\$0.00

Software Copyright (c) 1996-2007 Best Case Solutions, Inc. - Evanston, IL - (800) 492-8037

None c. All debtors: List all payments made within one year immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND
RELATIONSHIP TO DEBTOR
DATE OF PAYMENT
AMOUNT STILL
OWING
AIG Baker Shopping Center
4/30/09
\$261,000.00

Properties, L.L.C. 1701 Lee Branch Lane Birmingham, AL 35242 sole member

AIG Baker Shopping Center 10/31/09 \$500,000.00 \$0.00

Properties, L.L.C.

4. Suits and administrative proceedings, executions, garnishments and attachments

a. List all suits and administrative proceedings to which the debtor is or was a party within one year immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT COURT OR AGENCY STATUS OR AND CASE NUMBER NATURE OF PROCEEDING AND LOCATION DISPOSITION PNC Bank, National Complaint for foreclosure. Superior Court of New Jersey Pending Association, as possession, rent receiver Chancery Division, **Administrative Agent for Gloucester County** PNC Bank, National

Bank v. AIG Baker Deptford, L.L.C., et al.

PNC Bank, National Association, as Administrative Agent for

Association and Regions

Complaint for breach of contract

Superior Court of New Jersey Pending Law Division, Gloucester

County

Administrative Agent for PNC Bank, National Association and Regions Bank v. AIG Baker Deptford, L.L.C. and AIG Baker Partnership

AIG Baker Deptford, L.L.C. v. Payment of lease Petsmart, Inc., Civil Action No. 2010-900009 Circuit Court of Montgomery Pending County, Alabama

None h D

b. Describe all property that has been attached, garnished or seized under any legal or equitable process within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED

DATE OF SEIZURE

DESCRIPTION AND VALUE OF PROPERTY

5. Repossessions, foreclosures and returns

冈

List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER

DATE OF REPOSSESSION. FORECLOSURE SALE. TRANSFER OR RETURN

DESCRIPTION AND VALUE OF PROPERTY

6. Assignments and receiverships

None 冈

a. Describe any assignment of property for the benefit of creditors made within 120 days immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DATE OF

NAME AND ADDRESS OF ASSIGNEE

ASSIGNMENT

TERMS OF ASSIGNMENT OR SETTLEMENT

b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN

NAME AND LOCATION OF COURT **CASE TITLE & NUMBER**

DATE OF

DESCRIPTION AND VALUE OF

ORDER **PROPERTY**

7. Gifts



List all gifts or charitable contributions made within one year immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION **RELATIONSHIP TO** DEBTOR, IF ANY

DATE OF GIFT

DESCRIPTION AND VALUE OF GIFT

8. Losses

List all losses from fire, theft, other casualty or gambling within one year immediately preceding the commencement of this case or since the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY

DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS

DATE OF LOSS

9. Payments related to debt counseling or bankruptcy

List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within one year immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE Andre M. Toffel, P.C. 1929 Third Avenue North Birmingham, AL 35203

DATE OF PAYMENT. NAME OF PAYOR IF OTHER THAN DEBTOR 3/26/10

AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY \$7,039.00

Software Copyright (c) 1996-2007 Best Case Solutions, Inc. - Evanston, IL. - (800) 492-8037

10. Other transfers



a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within two years immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE,

RELATIONSHIP TO DEBTOR

DATE

DESCRIBE PROPERTY TRANSFERRED
AND VALUE RECEIVED

trust or similar

b. List all property transferred by the debtor within ten years immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER

DEVICE

DATE(S) OF TRANSFER(S)

AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST

IN PROPERTY

11. Closed financial accounts



List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within one year immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION

TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE

AMOUNT AND DATE OF SALE OR CLOSING

12. Safe deposit boxes



List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY

DESCRIPTION OF CONTENTS

DATE OF TRANSFER OR SURRENDER, IF ANY

13. Setoffs



List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within 90 days preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR

NAME AND ADDRESS OF OWNER

DATE OF SETOFF

AMOUNT OF SETOFF

14. Property held for another person



List all property owned by another person that the debtor holds or controls.

DESCRIPTION AND VALUE OF

PROPERTY

LOCATION OF PROPERTY

15. Prior address of debtor



If the debtor has moved within three years immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS NAME USED DATES OF OCCUPANCY

Software Copyright (c) 1998-2007 Best Case Solutions, Inc. - Evanston, IL - (800) 492-8037

16. Spouses and Former Spouses



If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within eight years immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law



a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

	NAME AND ADDRESS OF	DATE OF	ENVIRONMENTAL
SITE NAME AND ADDRESS	GOVERNMENTAL UNIT	NOTICE	LAW

None

b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

NAME AND ADDRESS OF DATE OF ENVIRONMENTAL SITE NAME AND ADDRESS GOVERNMENTAL UNIT NOTICE LAW

None c. List all j

c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT

DOCKET NUMBER

STATUS OR DISPOSITION

18. Nature, location and name of busines	18.	Nature.	location	and name	of husines
--	-----	---------	----------	----------	------------

	18 . Nature, 10	cation and name of busines	S		
None	a. If the debtor is an individual, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within six years immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within six years immediately preceding the commencement of this case.				
	ending dates o	a partnership, list the names f all businesses in which the ately preceding the commence	s, addresses, taxpayer identification debtor was a partner or owned 5 pe ement of this case.	numbers, nature of the busine reent or more of the voting or	esses, and beginning and equity securities, within six
	ending dates o	a corporation, list the names f all businesses in which the country preceding the commence	s, addresses, taxpayer identification debtor was a partner or owned 5 pe ement of this case.	numbers, nature of the busing or more of the voting or	esses, and beginning and equity securities within six
NAME Deptford	l Landing	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS 2000 Clements Bridge Road Deptford, NJ	NATURE OF BUSINESS Shopping center	BEGINNING AND ENDING DATES September 2007 - present
None	b. Identify any	business listed in response to	o subdivision a., above, that is "sing	gle asset real estate" as defined	l in 11 U.S.C. § 101.
NAME Deptford	l Landing		ADDRESS 2000 Clements Bridge Ro Deptford, NJ	ad	
been, withi owner of m proprietor ((An in within six)	in six years imn nore than 5 perce or self-employed adividual or join	nediately preceding the comment of the voting or equity sec if in a trade, profession, or other the debtor should complete this by preceding the commencem	ery debtor that is a corporation or patternement of this case, any of the focurities of a corporation; a partner, one activity, either full- or part-time portion of the statement only if the ent of this case. A debtor who has a	ollowing: an officer, director, on the than a limited partner, on the control of	managing executive, or f a partnership, a sole
	19. Books, rec	ords and financial statemen	ts		
None	a. List all book supervised the	keepers and accountants who keeping of books of account	within two years immediately pre and records of the debtor.	eceding the filing of this bankr	uptcy case kept or
AIG Bake	ND ADDRESS or Manageme o Branch Lane nam, AL 3524:	•		DATES SERVICES 2008 - present	RENDERED
None	b. List all firms of account and	or individuals who within the records, or prepared a financ	ne two years immediately preceding ial statement of the debtor.	g the filing of this bankruptcy	case have audited the books
NAME		ADDRESS		DATES SERVICES	RENDERED
None	c. List all firms of the debtor. I	or individuals who at the tin	ne of the commencement of this cas and records are not available, expl	se were in possession of the boain.	ooks of account and records

NAME

ADDRESS AIG Baker Management, L.L.C. 1701 Lee Branch Lane Birmingham, AL 35242

Software Copyright (c) 1996-2007 Best Case Solutions, Inc. - Evanston, IL - (800) 492-8037

d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was None 1 issued by the debtor within two years immediately preceding the commencement of this case. NAME AND ADDRESS DATE ISSUED **PNC Bank** c/o Joseph Pascarella One PNC Plaza 249 5th Ave. Pittsburgh, PA 15222-2707 Regions Bank c/o Lawrence Clark 1900 5th Avenue North, 15th Floor Birmingham, AL 35203 AIG Global Real Estate c/o Valerie Kwong 599 Lexington Ave., 24th Floor New York, NY 10022 20. Inventories a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, \boxtimes and the dollar amount and basis of each inventory. DOLLAR AMOUNT OF INVENTORY DATE OF INVENTORY **INVENTORY SUPERVISOR** (Specify cost, market or other basis) b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above. \boxtimes NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY DATE OF INVENTORY RECORDS 21. Current Partners, Officers, Directors and Shareholders a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership. 冈 NAME AND ADDRESS NATURE OF INTEREST PERCENTAGE OF INTEREST b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, None 1 controls, or holds 5 percent or more of the voting or equity securities of the corporation. NATURE AND PERCENTAGE NAME AND ADDRESS TITLE OF STOCK OWNERSHIP **AIG Baker Shopping Center** sole member 100% member interest Properties, L.L.C. 1701 Lee Branch Lane Birmingham, AL 35242 22. Former partners, officers, directors and shareholders

a. If the debtor is a partnership, list each member who withdrew from the partnership within one year immediately preceding the commencement of this case.

NAME ADDRESS DATE OF WITHDRAWAL

None b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within one year immediately preceding the commencement of this case.

NAME AND ADDRESS TITLE DATE OF TERMINATION

Software Copyright (c) 1996-2007 Best Case Solutions, Inc. - Evanston, IL - (800) 492-8037

X

23. Withdrawals from a partnership or distributions by a corpor.	ation	'n
--	-------	----

None

If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during one year immediately preceding the commencement of this case.

NAME & ADDRESS
OF RECIPIENT,
RELATIONSHIP TO DEBTOR
AIG Baker Shopping Center
Properties, L.L.C.
1701 Lee Branch Lane
Birmingham, AL 35242
Sole Member

DATE AND PURPOSE OF WITHDRAWAL 4/30/09 Distribution 10/31/09 Distribution AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY \$261,000.00 \$500,000.00

24. Tax Consolidation Group.

None

If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within six years immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION AIG Baker Shopping Center Properties, L.L.C. TAXPAYER IDENTIFICATION NUMBER (EIN) 63-1108356

25. Pension Funds.

None

If the debtor is not an individual, list the name and federal taxpayer identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within six years immediately preceding the commencement of the case.

NAME OF PENSION FUND

TAXPAYER IDENTIFICATION NUMBER (EIN)

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and befield.

Date 4/14/10

Signature

Ronald R. Day Chief Financial Officer of AIG Baker Shopping Center Properties, L.L.C., the sole member of AIG Baker

Deptford, L.L.C.

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571